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LAWYERS

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5 Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT****DISTRICT OF NEVADA**

7 In re:

8 USA COMMERCIAL MORTGAGE COMPANY,  
 9 USA CAPITAL REALTY ADVISORS, LLC,  
 10 USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
 LLC,  
 11 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 12 USA SECURITIES, LLC,

Debtors.

Case No. BK-S-06-10725-LBR  
 Case No. BK-S-06-10726-LBR  
 Case No. BK-S-06-10727-LBR  
 Case No. BK-S-06-10728-LBR  
 Case No. BK-S-06-10729-LBR

**CHAPTER 11**

Jointly Administered Under Case No. BK-S-06-10725 LBR

**STIPULATION TO GRANT THE USACM LIQUIDATING TRUST'S OMNIBUS OBJECTION IN CASE NO. 06-10725 AS TO CLAIM NOS. 1585, 1586, 1587, 1588, 1589, 1590, 1591, 1592, 1593, 1594, 1595 and 1599****Affects:**

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

18  
 19 The USACM Liquidating Trust (the "USACM Trust") and Direct Lenders Jack J.  
 20 Beaulieu Revocable Trust, Mayo Family Trust and Monroe Mayo (the "Stipulating Direct  
 21 Lenders") stipulate, through undersigned counsel, that the Court grant the USACM Trust's  
 22 Fourteenth and Twentieth Omnibus Objections to Claims Asserting Secured Status [DE  
 23 3159 and 3172] (collectively "Omnibus Objection") as to the Stipulating Direct Lenders  
 24 (whose claims are identified on Exhibit A) (the "Claims") and thereby disallow the Claims  
 25 as secured claims, but without prejudice to the Claims being deemed filed as unsecured  
 26 claims, subject to possible objection.

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1       1. The Stipulating Direct Lenders are represented by Deaner, Deaner, Scann,  
2 Malan & Larsen.

3       2. The Stipulating Direct Lenders each filed one or more proof(s) of claim in  
4 Case No. 06-10725. The Stipulating Direct Lenders' proofs of claim sought to have their  
5 claim(s) classified as "secured claims." The Stipulating Direct Lenders are listed in  
6 attached Exhibit A along with the claim number(s) corresponding to their Claims, the date  
7 they filed their proof of claim and the omnibus objection corresponding to each claim.

8       3. The Omnibus Objection sought to disallow the Claims as secured claims,  
9 without prejudice to their consideration as general unsecured claims.

10      4. On April 17, 2007, the Stipulating Direct Lenders filed oppositions to the  
11 Omnibus Objection [DE 3477 and 3478].

12      5. Notwithstanding their previous opposition to the Omnibus Objection, the  
13 Stipulating Direct Lenders concede that the Claims are not properly classified as secured  
14 claims and therefore they stipulate to the granting of the Omnibus Objection as to the  
15 Claims, without prejudice to the Claims being deemed filed as unsecured claims, without  
16 prejudice to possible Omnibus Objection.

17      6. The USACM Trust reserves the right to further object to any and all Claims,  
18 whether or not the subject of this Omnibus Objection, for allowance and/or distribution  
19 purposes on any other grounds.

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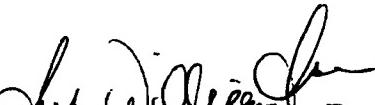
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1           7. A proposed form of order granting the stipulation is being submitted for the  
2 Court's consideration.

3           DATED: May 9, 2007

4           **DEANER, DEANER, SCANN, MALAN      LEWIS AND ROCA LLP**  
5           **& LARSEN**

6             
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